

**UNANIMOUS CONSENT OF**  
**SHAREHOLDER OF RIVERROCK NEHEMIAH REALTY LLC**

The undersigned, being the 100% shareholder (the "Shareholder") of Wilson Avenue Management Corp. (the "Company"), a New York corporation, hereby resolves as follows:

WHEREAS, the Company's sole asset is certain real property and improvements known as 774 Rockaway Avenue, Brooklyn, NY and

WHEREAS, the Property serves as collateral for a mortgage currently held by Banco Popular North America (the "Lender"), and

WHEREAS, the Shareholder has considered the financial and operational challenges facing the Company and the Company's historical performance, the Property and the current and long-term liabilities of the Company, including the property foreclosure action against the Company, et al., in the Supreme Court of the State of New York, County of Kings (Index No. 3763/12) (the "Foreclosure Action"), and

WHEREAS, in light of the Foreclosure Action, the Shareholder desires to restructure its liabilities, or sell the Property in a sale pursuant to section 363 of title 11, United States Code (the "Bankruptcy Code") in connection with a chapter 11 bankruptcy filing by the Company.

NOW, THEREFORE, BE IT RESOLVED: that in the judgment of the Shareholder, it is desirable and in the best interests of the Company and its creditors, and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the law firm of Narissa A. Joseph shall be retained as general bankruptcy counsel for the Company; and it is further

RESOLVED, that Thema Norton (the "Officer"), is, individually, hereby authorized and directed on behalf of the Company to execute and verify or certify a petition to commence a case under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of New York at such time as the Officers shall determine, in consultation with Law Office of Narissa A. Joseph; and it is further

Resolved, that the Officers are authorized and directed on behalf of the Company to execute and file the petition, and all schedules, motion, list, applications, pleadings and other papers in the Company's Chapter 11 case and in connection therewith, to attend any and all meetings and hearings on behalf of the Company, take any and all actions which he deem necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of the case, provided that any such petition, schedules, motion, application, hearings and meetings may be executed or attended by one Officer; and it is further

IN WITNESS WHEREOF, the undersigned have signed this Resolution as of the

  2   day of October 2014

/s/

---

RIVEROCK NEHEMIAH REALTY LLC

By:   THEMA NORTON